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UNITED STATES DISTRICT COURT
DISTRICT OF NEVADA

KAZUO OKADA, an individual,

Plaintiff,

vs.

WYNN RESORTS, LIMITED, a Nevada
Corporation,

Defendant.

Case No. 13-CV-00136-JCM-NJK

**REPLY DECLARATION OF KAZUO
OKADA IN SUPPORT OF MOTION
TO ENJOIN FEBRUARY 22, 2013
SHAREHOLDER VOTE**

1 I, Kazuo Okada, declare as follows:

2 1. I have personal knowledge of the facts set forth in this declaration and if called
3 upon to do so I could and would competently testify to such matters.

4 2. Because I am not fluent in English, I have reviewed and approved a Japanese
5 translation of this declaration, a true and correct copy of which is attached hereto as Exhibit A.
6 The verification for this English-language certified translation is attached hereto as Exhibit B.

7 3. I have always denied the essential claims of the Freeh Report, to the extent they
8 relate to me at all. However, Wynn Resorts declined to give me a copy of that report, and I did
9 not receive a copy of that report until after the Wynn Resorts Executive Committee had already
10 taken final action purporting to redeem the over 24 million shares of Wynn Resorts stock held by
11 my company Aruze USA, Inc. at a substantial discount, and had already made the report both
12 final and public. Even to this day, Wynn Resorts has refused to provide me with the appendix to
13 that report, which supposedly contains the "evidence" on which it is based.

14 4. I never made a statement at a Wynn Resorts board meeting to the effect that
15 providing gifts to government officials is a recognized or accepted way to conduct business in
16 Asia. Nor have I ever made the statement that such a practice can be effectuated by use of third
17 parties. I have denied these allegations before, and I deny them again. The attributed statements
18 are offensive to me, Asians, and Asian governments.

19 5. My copy of the minutes of the Wynn Resorts board meeting held on February 24,
20 2011, when I supposedly made this statement, in fact does not reflect that I made any such
21 statement. Attached hereto as Exhibit C is a true and correct copy of the February 24, 2011 board
22 meeting minutes provided to me in a subsequent board meeting.

23 6. I have reviewed a Japanese translation of the Freeh report, which reflects
24 significant confusion by my fellow Wynn Resorts board members as to my statements during the
25 February 24, 2011 board meeting. There are at least five different recollections of my supposed
26 statements. Because statements made by me during board meetings are in Japanese, and are
27 required to be translated into English for all other board members, a translation error, a
28 misunderstanding by my fellow board members, or a combination of these things resulted in the

1 inaccurate and false attribution to me of approving the use of gifts to induce favorable action by
2 Asian governments.

3 7. During the February 24, 2011 board meeting, Ms. Kim Sinatra, a lawyer for Wynn
4 Resorts, did indicate that a review by the Audit Committee had revealed "FCPA risk" for the
5 Company. I understood this comment to mean that the Company's own internal assessment had
6 revealed potential FCPA violations by Wynn Resorts.

7 8. I have previously denied to Louis Freeh, and deny again, any effort to bribe
8 PAGCOR officials at any time, and in particular in connection with visits by PAGCOR officials
9 to various Wynn properties in 2010. I told Mr. Freeh at the time that I had no knowledge of most
10 of the hospitality expense reimbursement issues. With respect to one set of expenses concerning
11 a trip to Macau by PAGCOR officials in September 2010, I told Mr. Freeh that I had reprimanded
12 a Universal Entertainment employee after learning of the expenses.

13 9. A subsidiary of Universal Entertainment, Tiger Resort, Leisure and Entertainment,
14 Inc., applied for a provisional license regarding the Entertainment City Manila Project solely as a
15 result of the strong urging of PAGCOR officials, who, as I understood from their comments to
16 me, were eager to attract investment into the Philippines. Tiger obtained a provisional license in
17 2008, and a formal casino license will issue automatically upon the completion of the scheduled
18 construction and investment in the project according to the agreed plans and specifications.
19 Because Tiger would obtain a formal casino license by this proper process, to my understanding
20 there would not even be a reason to provide "gifts" for the purposes of inducing any action by
21 PAGCOR. To the contrary, my understanding has always been that any hotel expense
22 reimbursements for PAGCOR officials made by Universal Entertainment would be only for
23 legitimate business purposes, such as education and training of PAGCOR officials in the
24 operations of major casino resorts of the type that Tiger is building in the Philippines, and
25 dealings with PAGCOR as a customer of Universal Entertainment's gaming machines (which
26 PAGCOR may buy for the casinos that it operates in the Philippines).

27 10. I had no advance knowledge of the September 2010 expenditures associated with
28 PAGCOR chairman Naguiat's stay at the Wynn Macau casino. I only learned of these expenses

1 later, and corrective action was taken long before the Freeh report was generated.

2 11. I understand that Wynn Resorts contends that my reasons for not attending a
3 Foreign Corrupt Practices Act training on October 31, 2011 (when I was on an airplane on my
4 way to Las Vegas), and not signing an amended Code of Conduct, are illegitimate. In fact, it is
5 the Company's contentions in this regard that are not legitimate.

6 12. The Wynn Resorts Code of Conduct was amended in November 2011 in
7 connection with my questioning of Wynn Resorts' Macau operations and investments, as well as
8 Wynn's stated concerns that my Philippine project would pose a competitive threat to Wynn's
9 Macau operations. Based upon the history of our dealing and discussions on these subjects, the
10 Company's request for me to sign the Amended Code of Conduct was intended to force me to
11 abandon my Philippines opportunity, even though it had previously passed on this opportunity.

12 13. I understand that Wynn Resorts' claims that my stated reason for not attending the
13 FCPA training on October 31, 2011 is "absurd" because I attended a board meeting in Las Vegas
14 on the following day, November 1, 2011. As the Company is well aware and was advised before
15 the fact, however, travel restrictions prevented me from attending the FCPA training live, as I
16 could only arrive in Las Vegas late in the day on October 31, 2011. My staff informed Wynn
17 Resorts of this travel restriction beforehand. It was for this reason that I requested a recording of
18 the training session, which I understand Wynn Resorts originally agreed to provide. Later,
19 however, Wynn Resorts represented that no recording was made and refused to schedule another
20 training session.

21 14. I have been licensed by many gaming regulators, and deemed "suitable" as an
22 owner and operator or gaming-related businesses in many jurisdictions allowing for gaming,
23 including Nevada and many other US states and countries. I have been licensed in Pennsylvania
24 in the past. I have been licensed (or had my license renewed) in several jurisdictions since Wynn
25 Resorts published the Freeh report and its Executive Committee supposedly found me
26 "unsuitable." I am confident that I will continue to be deemed suitable and receive licenses in the
27 future, notwithstanding the efforts of Wynn Resorts.

28 15. Had the Company asked, I would have told them I am confident I can become

1 licensed in Pennsylvania and Massachusetts and would be happy to put them in touch with the
2 counsel who handles such matters for me and my companies.

3 16. As indicated in my prior declaration, I recently came into possession of what
4 appears to be agreements between Mr. Steve Wynn and an individual named "Ho Ho" regarding
5 land rights for the planned resort of Wynn Resorts on the Cotai strip in Macau. I came into
6 possession of these documents independently of my service as a member of the board of directors
7 of Wynn Resorts, as I had never before seen the agreements in my 11 years of service on the
8 board.

9 17. I wrote to the board of Wynn Resorts regarding these agreements, which are
10 suspicious in several respects, on January 24, 2013. I urged my fellow board members to "Take
11 the high road" and "Do the right thing," as I previously advised Mr. Wynn, by providing
12 documents and explanations for these agreements and by appointing a special investigator. I
13 asked that these tasks be taken within 10 days, or by February 3, 2013.

14 18. Rather than taking the "high road," and doing the "right thing," the board had the
15 company's lawyer, Ms. Sinatra, responded to my requests by letter. Ms. Sinatra indicated in her
16 letter that Wynn Resorts was "quite concerned" that I had shared the Cotai agreements with the
17 public (and Wynn Resorts shareholders) by attaching a copy of the agreements in legal
18 documents filed in this action. Ms. Sinatra also asked that the agreements be "sealed," which I
19 understand is a process whereby the public is denied access to court records. Ms. Sinatra made
20 these requests even though the Cotai agreements contain no confidentiality marking and no
21 provision regarding their confidentiality. A true and correct copy of Ms. Sinatra's response letter
22 is attached hereto as Exhibit D.

23 19. Unfortunately, Ms. Sinatra did not address my demand that the board of directors
24 promptly consider the implications of the Cotai agreements, and appoint an independent
25 investigator to examine the dealings of Wynn Resorts in Macau. Instead, Ms. Sinatra indicated
26 that my requests had been placed on the agendas for "upcoming meetings of the Company's
27 Compliance and Executive Committees." Ms. Sinatra provided no dates for these meetings.

28 20. In further correspondence dated February 6 (Japan time), I asked Ms. Sinatra for

1 the specific time and date for these "upcoming meetings." and further requested that Mr. Wynn
2 submit to questioning by the directors, including me, regarding the Cotai agreements. A true and
3 correct copy of this correspondence is attached hereto as Exhibit E. To date, I have received no
4 response to my February 6 letter.

5 I declare under penalty of perjury under the laws of the United States that the foregoing is
6 true and correct.

7 Executed on 02/11, 2013.

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12 Kazuo Okada
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